

P99000109694

October 4, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
12-9-99

700003009537--9
-10/08/99--01026--011
****135.00 *****78.50

RE: ARTICLES OF INCORPORATION OF MEDITERRANEAN MORTGAGE & INVESTMENT GROUP, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for MEDITERRANEAN MORTGAGE & INVESTMENT GROUP, INC. Please approve and file the original and certify the copy.

We are enclosing a check made payable to the Secretary of State in the amount of \$135.00 for charges as follows:

Filing Fee.....	\$35.00
Certified Copy.....	\$ 8.50
Designation of Registered Agent Filing Fee.....	<u>\$35.00</u>

TOTAL..... \$78.50

Thank you for your assistance in this matter. Please contact me if you have any questions or comments.

Sincerely yours,

Jonathan D. Conant

Jonathan D. Conant

*Signed in absence
to avoid delay*

KAS:pw
Enclosures

W-23556

12-21-99

FILED
99 DEC 14 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD D. NIVISON CPA, PA
222 INDUSTRIAL BLVD.
SUITE 123
NAPLES, FL 34104

December 9, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


**RE: ARTICLES OF INCORPORATION OF MEDITERRANEAN MORTGAGE &
INVESTMENT GROUP, INC.**

To Whom It May Concern:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for MEDITERRANEAN MORTGAGE & INVESTMENT GROUP, INC. Please approve and file the original and certify the copy.

The filing fee should already be in your possession as this is a second filing due to rejection of the first filing on October 13, 1999.

Sincerely,



Richard D. Nivison CPA, PA

W99-23556



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 14, 1999

RICHARD D. NIVISON CPA, PA
222 INDUSTRIAL BLVD.
SUITE 123
NAPLES, FL 34104

SUBJECT: MEDITERRANEAN MORTGAGE & INVESTMENT GROUP, INC.
Ref. Number: W99000023556

We have received your document for MEDITERRANEAN MORTGAGE & INVESTMENT GROUP, INC. and your check(s) totaling \$135.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Cheryl Gallmon-Case
Document Specialist

Letter Number: 199A00049370

EFFECTIVE DATE
12-9-99

**ARTICLES OF INCORPORATION
OF**

MEDITERRANEAN MORTGAGE & INVESTMENT GROUP, INC.

FILED
99 DEC 14 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MEDITERRANEAN MORTGAGE & INVESTMENT GROUP, INC.

ARTICLE II - DURATION

The existence of this corporation is to begin at the time of subscription and acknowledgment of incorporation and to continue perpetually thereafter.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, as now exist may hereafter be amended. This corporation may engage in each and every aspect of commercial and residential lending (but, only through its officers, employees and agents who are legally authorized to render such services); and, engage in any and every other activity permitted, from time to time, for a corporation so formed to engage in.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property or any form with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PRINCIPAL OFFICE AND CORPORATE MAILING ADDRESS

The street address of the corporation's principal office is 3290 5th Avenue N.W., Naples, Florida 34120. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors. The corporation's mailing address is 3290 5th Avenue N.W., Naples, Florida 34120.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 3290 5th Ave N.W., Naples, Florida 34120.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director, initially, constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws; however, there shall never be less than one Director nor more than five. The name and street address of the members of the initial Board of Directors of the corporation is:

Janet L. Sharpe, Director, 3290 5th Ave N.W., Naples, Florida 34120

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VIII - DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as directors and as officers, to restrict the transfer of stock by shareholders, to indemnify directors, officers, employees, agents, and any other persons against liabilities to the full extent permitted by law, to permit contracts or other transactions between the corporation and one or more of its

directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any bylaws that may be adopted by the shareholders.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Janet L. Sharpe, 3290 5th Avenue N.W., Naples, Florida 34120. The Subscriber of these Articles of Incorporation hereby assigns to this corporation her rights to constitute a corporation and assigns to those persons designed by the Board of Directors any rights she may have as subscriber to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X - CONTRACTS AND OTHER TRANSACTIONS

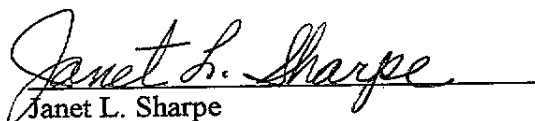
No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be affected or invalidated by reason of the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in and no contract, act or transactions of this corporation with any person or persons, firm or other corporation shall be affected or invalidated by the fact that any director or directors, or officer or officers, of this corporation is a party or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or other corporation.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter

prescribed by law, and all rights conferred on shareholders herein are granted and subject to this reservation. Each amendment submitted to the shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

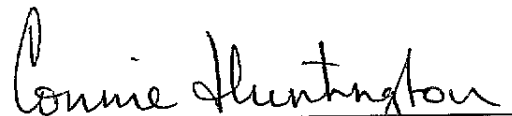
IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal this 9th day of December, 1999, for the purpose of forming this corporation under the laws of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.

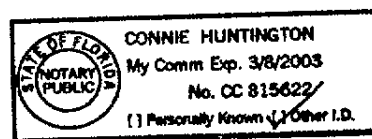

Janet L. Sharpe
Subscriber

STATE OF FLORIDA)
)ss
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County set forth above, personally appeared Janet L. Sharpe, known to be and known by me to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Article of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 9th day of December, 1999.


NOTARY PUBLIC [SEAL]
State of Florida at Large



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1 The name of the corporation is: Mediterranean Mortgage & Investment Group, Inc

2. The name and address of the registered agent and office is:

Janet L. Sharpe
(Name)
3290 5th Ave. N.W.
(P.O. Box not acceptable)
Naples, FL 34120
(City/State/Zip)

FILED
99 DEC 14 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Janet L. Sharpe
(Signature)

12/16/99
(Date)